

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

Shell Pipeline Company LP	:	
	:	
Petition to Change the Name on a	:	05-0606
Certificate of Good Standing from	:	
Equilon Pipeline Company LLC to	:	
Shell Pipeline Company LP.	:	

ORDER

By the Commission:

On September 20, 2005, Shell Pipeline Company LP ("Shell" or "Petitioner"), a Delaware limited partnership, filed a verified Petition requesting that the Illinois Commerce Commission ("Commission") withdraw the Certificate in Good Standing issued to Equilon Pipeline Company LLC ("Equilon") in Docket 98-0248 and re-issue it to Shell Pipeline Company LP.

Pursuant to notice as required by law and the rules and regulations of the Commission, this matter came on for hearing before a duly authorized Administrative Law Judge at the offices of the Commission in Chicago, Illinois on October 25, 2005. Petitioner was represented by counsel and presented the testimony of Barbara C. Hickl, its Senior Counsel. An attachment to Ms. Hickl's testimony was marked "Confidential" and submitted under separate cover. Staff was represented Mark Maple of the Commission's Energy Division. At the conclusion of the hearing on October 25, the record was marked "Heard and Taken".

I. Petitioner's Position

Petitioner stated that the Certificate in Good Standing issued to Equilon in Docket 98-0248 on June 17, 1998 authorized it to operate as a common carrier pipeline for the transportation and storage of crude oil and related products between points in Illinois. On May 1, 2005, Equilon converted its structure from a limited liability company to a limited partnership and changed its name to Shell Pipeline Company LP. Attachments to the petition indicate that Petitioner is in good standing as a limited partnership in Delaware and was authorized to exist as a limited partnership in Illinois on April 29, 2005.

Ms. Hickl testified that under Delaware law, when an entity converts from a limited liability company to a limited partnership, it is deemed to be the same entity. (6 Del. C. Section 17-217(g)). Pursuant to 6 Del. C. Section 17-217(i), all debts, liabilities, and duties of the

limited liability company attach to the limited partnership and may be enforced against the limited partnership to the same extent as such debts, liabilities, and duties were enforceable against limited liability company. Ms. Hickl stressed that there were no changes in the financial structure of Shell and that renaming the entity would have no impact on the public convenience and necessity as set forth in Section 15-401 of the Public Utilities Act. (220 ILCS 5/15-401) (Petitioner's Exh. 1 at 3).

II. Staff's Position

Mr. Maple read a statement into the record declaring that Staff had no objection to the petition.

III. Commission Analysis and Conclusions

Petitioner requests a withdrawal and reissuance of a Certificate in Good Standing as a result of a mere paper reorganization and a change in the name of the requesting entity. The Commission is satisfied with the representations of Petitioner's witness that there are no substantive issues involved. There was no change in Petitioner's financial structure, we have no concerns that there will be any adverse impact on the public convenience and necessity, and Petitioner is deemed to be fit, willing and able to continue to operate safely as a common carrier by pipeline in Illinois.

IV. Findings and Ordering Paragraphs

The Commission, having reviewed the entire record herein and being fully advised in the premises, is of the opinion and finds that:

- (1) Shell Pipeline Company LP is a Delaware limited partnership and is authorized and exists as a limited partnership in Illinois;
- (2) the Commission has jurisdiction over Petitioner and over the subject matter of this petition;
- (3) on June 17, 1998, the Commission issued a Certificate in Good Standing to Equilon Pipeline Company LLC in Docket 98-0248 authorizing it, as a common carrier by pipeline in Illinois, to construct, operate, and maintain pipelines for the transportation of crude petroleum products;
- (4) on May 1, 2005, Equilon Pipeline Company LLC converted its structure from a limited liability company to a limited partnership and changed its name to Shell Pipeline Company LP;

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- (5) on September 20, 2005, Petitioner filed a verified petition requesting that the Commission withdraw the Certificate in Good Standing issued to Equilon Pipeline Company LLC in Docket 98-0248, and reissue the Certificate to Petitioner;
- (6) the record in this docket establishes that there are no financial or other substantive changes to Shell Pipeline LLC as a result of changing its status to a limited partnership, there is no adverse impact on the public convenience and necessity, and Petitioner is fit, willing and able to continue to operate safely as a common carrier by pipeline in Illinois;
- (7) the petition should be granted.

IT IS THEREFORE ORDERED that the Certificate in Good Standing issued to Equilon Pipeline Company LLC in Docket 98-0248, be withdrawn and reissued to Shell Pipeline Company LP.

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IT IS FURTHER ORDERED that the Certificate in Good Standing shall be the following:

CERTIFICATE IN GOOD STANDING

IT IS HEREBY CERTIFIED that the public convenience and necessity require the construction, operation, and maintenance in Illinois of facilities for the transportation of crude petroleum products by Shell Pipeline Company LP in intrastate commerce.

IT IS FURTHER ORDERED that subject to the provisions of Section 10-113 of the Public Utilities Act and 83 Ill. Adm. Code 200.880, this Order is final; it is not subject to the Administrative Review Law.

Entered this 21st day of December, 2005.

BY ORDER OF THE COMMISSION